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the

AVENGERS

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SOMEWHERE IN A
REMOTE SECTION
OF PERU.

...HIGH ABOVE
THE ANDES
MOUNTAINS...

WHETHER
I COME TO LOVE
YOU OR NOT WILL NOT
DEPEND ON YOUR
KILLING THEM.

YOU DO
NOT UNDER-
STAND ME, MANTIS.
PERHAPS THAT IS
WHY YOU HAVE
FAILED TO LOVE
ME.

I HAD
THEM BEATEN...
BEATEN.
YET THE AVENGERS
HUMBLED ME AS
NONE HAVE EVER
HUMBLED ME
BEFORE.*

AS SOON
AS MY MEDICS
HAVE FINISHED THEIR
MINISTRATIONS...

MY LORD KANG,
I BEG YOU TO
RECONSIDER.

IT IS
NOT NECESSARY
TO IMPRESS ME BY
DESTROYING THE
AVENGERS.

* MAY BACK IN AVENGERS #3
(Through frankly, we think Kang
just has a conveniently short
memory -- Rachelle.)

...I WILL
AVENGE
MYSELF!

THIS IS NO
LONGER AN
AFFAIR OF THE
HEART...

...THIS IS
AN AFFAIR
OF WAR!

AND IN AFFAIRS
OF WAR, KANG IS
THE UNDISPUTED
MASTER.

I'M
DELIGHTED
TO HEAR THAT,
O MASTER OF
WAR...



...BECAUSE
I HAVE NEED
OF THEE.

WHAT?!
WHO DARES
ENTER KANG'S
SANCTUARY
UNBIDDEN?

HOW DID
YOU PENETRATE
MY SHIP'S
SHIELDS?

AND WHAT
MAKES YOU THINK
I WOULD STOOP
TO AID SOME
INTRUDER? SPEAK!

I DID
NOT SAY I
SOUGHT YOUR
AID, MY LORD
KANG.
I SAID
I HAVE NEED
OF YOU.

PRECISION
IS SO
IMPORTANT.

AS
YOU
SEE.

MY
HAND! WHAT'S
HAPPENING
TO IT?

THERMODYNAMICALLY
SPEAKING, WE ARE
WITNESSING THE
TRANSFORMATION
OF MATTER INTO
ENERGY...

...OR PERHAPS IT'S THE
CONSERVATION OF MATTER
AND ENERGY.

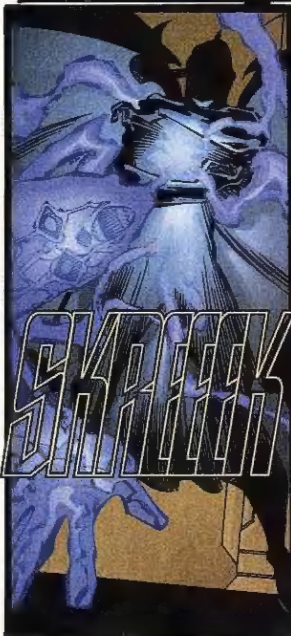
I DO FIND PHYSICS
SO DIFFICULT TO KEEP
STRAIGHT, DON'T
YOU?

MY LORD!
WHAT IS
HAPPENING?



I'M DISCORPORATING!
I MUST ATTACK! REVERSE
THE PROCESS WHILE
THERE'S STILL
TIME!

I AM
SORRY, MY
LORD, BUT
REGRETTABLY,
YOUR TIME
IS UP.



KANG! MY
LOVE!

HE'S
GONE!

WHAT
HAVE YOU
DONE TO
HIMP

Ah, MY
SWEETLING,
DO NOT
DISTRESS
YOURSELF...



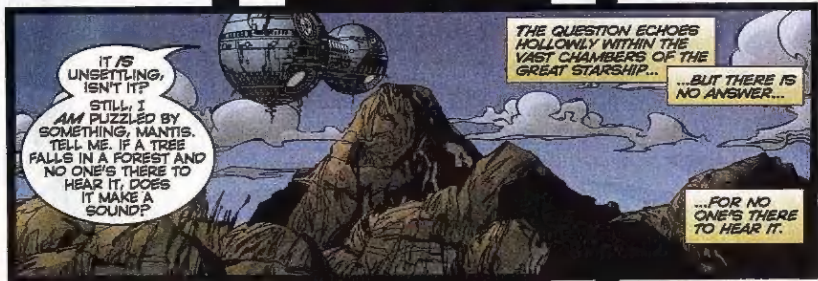
...FOR
YOU WILL
NOT BE
PARTED
LONG.

I'M A
BENEFICENT
AND A
GENEROUS
GOD. YOU
SHALL
SHARE HIS
FATE...

...FOR I
HAVE NEED
OF THEE
TOO!



MY
HANDS!



IT IS
UNSETTLING,
ISN'T IT?

STILL, I
AM PUZZLED BY
SOMETHING, WANTIS.
TELL ME, IF A TREE
FALLS IN A FOREST AND
NO ONE'S THERE TO
HEAR IT, DOES
IT MAKE A
SOUND?

THE QUESTION ECHOES
HOLLONLY WITHIN THE
VAST CHAMBERS OF THE
GREAT STARSHIP...

...BUT THERE IS
NO ANSWER...

...FOR NO
ONE'S THERE
TO HEAR IT.

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SHOW YOU HOW SHARP THEY REALLY ARE.

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3D arenas produce action so real,
you may want to wear armor.

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MEANWHILE, HALF A WORLD AWAY AT TONY STARK'S MANSION IN NEW YORK CITY:

ATTACK, DAUGHTER. WHILE THE ELEMENT OF SURPRISE IS STILL OURS

MOTHER! IT'S WONDER MAN! HE'S BEEN BLOWN RIGHT THROUGH THE ROOF.

I WARNED HIM IF HE FAILED TO DESTROY THOR WITH A SINGLE BLOW HE'D REGRET IT!

THE BIG MAN WITH THE AXE IS ABOUT TO NAIL HELLCAT...

...BUT A SHOCK ARROW OUGHT TO BLOW HIM DOWN!

THOOM

UGGH!

THOR'S REALLY FURIOUS!

GOOD, BECAUSE WE NEED ALL THE EDGE WE CAN GET!

"THEN LET'S LEVEL THE PLAYING FIELD A LITTLE, CAP."

"I'M ACTIVATING THE GROUND'S HIDDEN WEAPONRY."

AXE MAN SHRUGGED OFF MY SHOCK ARROW. MAYBE SOME EPOXY GOOP!

WANG

MY IMPROVED BRIDGES FORCE SHIELD IS HOLDING OFF THE ENCHANTRESS' SPELL FOR NOW... BUT I CAN'T STOP OR I'M FRIED...

...AND CAP WON'T LAST LONG AGAINST ULTRON 5!

DEATH TO THE SCARLET WITCH WHO HAS BETRAYED US!

I MAY HAVE A CHANCE!

THE ROBOT MOVES LIKE LIGHTNING BUT WITHOUT FINESSE!

IT HASN'T LEARNED HAND TO HAND COMBAT YET!

EARTH'S STAN LEE LIGHTS HEROES

SHADOWPLAY

WALT SIMONSON WRITER	MICHAEL RYAN PENCILER	SALEEM GRAWFORD & CONRAD LUMM INKERS	NATHAN LUMM COLORIST	WILDSTORM FX
RICHARD STARKINGS & COMICRAFT LETTERS	RACHELLE BRISSENDEN EDITOR		BOB HARRAS EDITOR IN CHIEF	

BREEP

I BETRAYED NO ONE, HELLCAT! I WERE COME TO MY SENSES!

THE GROUND'S EXPLODING AROUND ME? CAN'T GET MY FOOTING!



MAN, NOTHING SEEMS TO STOP THIS GUY!

HERE, PAL! TRY CHEWING ON A LITTLE ULTRA-SOUND!

ARRGH! MINE EARS! MINE EARS!

"MINE EARS?" WHAT IS THIS GUY? GERMANY? HE SOUNDS AS SCREWY AS THOR!

THOU HAST SHOWN THY METTLE, WARRIOR! NOW GAZE UPON MY BEAUTY AND CONSIDER.

WILT THOU NOT FORESWEAR THY COMPANIONS AND BE MINE?

NOT A CHANCE, GORGEOUS! YOU'RE TOO... TOO... TOO...

MY BEAUTY HATH ENTHRALLED HIM AS IT DOES ALL MEN!

I WIT THE WORD THOU SEEKEST IS "STUNNING!"

THWACK

YOUR VAUNTED
ABILITIES ARE
IMPRESSIVE,
CAPTAIN AMERICA...

...BUT ULTRON V
HAS TAKEN YOUR
MEASURE...

...AND FOUND
YOU WANTING!

HE'S RIGHT. HIS SKILLS
HAVE ALREADY IMPROVED
TO THE POINT WHERE I'M
GOING TO LOSE IN OUR
NEXT EXCHANGE
OF FAVORS...

...UNLESS...

4K

FOOL! DID YOU
THINK YOU CAN
FEND OFF ME BY
BEHAVING LIKE
A MADDOENED
JACK RABBIT?

NO, BUT I
CAN FEINT YOU
INTO POSITION SO
THAT TONY STARK'S
WEAPONRY WILL DO
SOME SERIOUS
DAMAGE...

BTHAMM

...ESPECIALLY
WHEN I REFLECT
THE BLAST WITH MY
SHIELD AND HIT YOU
FROM TWO SIDES
AT ONCE!

SQUEEEEEEE—I

GAME.
SET... AND
MATCH!

BUT THE MATCH
IS NOT QUITE
OVER...

...FOR IN
ANOTHER
PART OF THE
GROUNDS...

THIS IS IT,
GOLDILOCKS!
IT'S DOWN TO
YOU AND ME.

THOU
HAST FOUGHT
WELL, WONDER
MAN...

...BUT THY
COWARD'S BLOW
AT THE GATE*
HATH ANGERED
THE GOD OF
THUNDER...

...AND NONE
CAN MATCH THOR'S
WRATH!

SO BE
IT!

TKWTH
RAM

WY
R
A
K

SEE
LAST
ISSUE

COME, DAUGHTER.
THE BATTLE IS LOST.
TIS TIME FOR US
TO DEPART.

BUT... WHAT OF OUR
COMPANIONS?

THEY HAVE
FAILED US. LET
THEM SUFFER THE
CONSEQUENCES!

THOU ART WISE TO BE
WARY, CAPTAIN AMERICA.
BUT WISDOM WILL NOT
SAVE THEE WHEN NEXT
WE MEET.

TAKE
COVER, EVERY-
BODY!

FAREWELL!

AND WITH A
FINAL CRACKLE
OF ENERGY...



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PLAY IT BACK. SAY IT.
PLAY IT BACK. SAY IT.
PLAY IT BACK. SAY IT.
PLAY IT BACK. SAY IT.
PLAY IT BACK. SAY IT.

6 WILD
SOUND
EFFECTS!

AAAARGH!



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THE BATTLE IS OVER...

...BUT THERE ARE MANY UNANSWERED QUESTIONS HERE.

BETWEEN THE ATTACKS OF KANG, HULK, AND NOW THE LETHAL LEGION, IT ALMOST SEEMS AS THOUGH SOMEONE HAS DECLARED OPEN SEASON ON THE AVENGERS...

...AND I'D LIKE TO KNOW WHO, AND WHY.

I THINK I'D JUST LIKE TO HAVE MY HAND STOP REVENGE!

I HAVE QUESTIONS, THIS THE EXECUTIONER OF ASGARD!

BUT IF RAGNAROK HATH ALREADY BEFALLEN, HOW CAN HE HENCEP

YOU OKAY, HELLCAT?

I AM HAWKEYE, AND THE NEXT TIME I MEET THE SCARLET WITCH...

NOTHING ON EARTH WILL SAVE HER FROM ME.

OR SO HE HEARS IN REVENGE...
--Michelle

RESTRAIN THAT KIND OF TALK, HELLCAT.

I SEE NO PROBLEM. I SHALL SLAY THE RECREANTS.

NOT VERY ENLIGHTENED, THOR, BUT THE IDEA DOES HAVE ITS APPEAL. STILL...

WE'RE NOT BARBARIANS, THOR.

BUT NO ORDINARY FACILITIES WILL HOLD PRISONERS LIKE THESE.

MUCH AS I HATE TO DO IT...

...I MUST NICK FURY...AND SHIELD.

OUR IMMEDIATE PROBLEM IS SECURING OUR PRISONERS



GEEZ,
YA DON'T ASK
MUCH, DO YAP
THAT GUYS
GOT STUFF THAT
EVEN SCARES
US.

WE AIN'T
TRACKED HIM
YET... BUT WE
WILL.

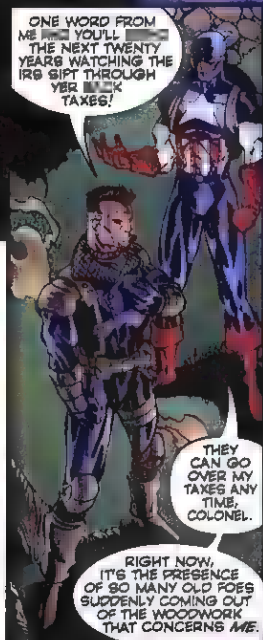
WHAT
ABOUT THE
VISION? HE
HASN'T BEEN
RETURNED
TO US.

AND HE
AIN'T LIKELY
TA BE EITHER!
SHELLHEAD AND I
ALREADY WENT
OVER THAT.

HE'S
GOVERNMENT
PROPERTY TILL
I SAY OTHER-
WISE...

AND IF YA
DON'T LIKE IT,
YOU CAN ALWAYS
GO TA COURT TA
TRY TO GET HIM
BACK.

YER "G"
RATINGS MAY
BE BETTER'N MINE
BUT I KNOW WHERE
ALL THE BODIES
ARE BURIED



ONE WORD FROM
ME... YOU'LL
THE NEXT TWENTY
YEARS WATCHING THE
IRS SIFT THROUGH
YER BOOKS
TAXES!

THEY
CAN GO
OVER MY
TAXES ANY
TIME,
COLONEL.

RIGHT NOW,
IT'S THE PRESENCE
OF SO MANY OLD FOES
SUDDENLY COMING OUT
OF THE WOODWORK
THAT CONCERNS ME.



THAT... AND THE FACT
THE LETHAL LEGION WAS
SO EASY TO BEAT.

WE
NEED SOME
ANSWERS.

CRUNCH GRNG
THRANG

I WANT
TO TALK TO
MOODK, ZEMO AND
THE HOOBS FROM
A.I.M. YOU'RE
HOLDING.

AND
WHY SHOULD
I AGREE... SEEING
AS HOW YA JUST GOT
FINISHED BLOWING ME
AND S.H.I.E.L.D. OFF

YOU
OWE ME
THAT MUCH
FURY.



I DON'T "OWE"
YOU ANYTHING,
CAPTAIN...

...BUT IT JUST SO HAPPENS
I'M IN A GOOD MOOD RIGHT
NOW... AND I WANT SOME
ANSWERS TOO.

LIKE,
DIDN'T WE BEAT
A.I.M. YEARS AGO
AND WHAT ARE
THEY DOING
BACK?

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HELICARRIER...

SPECIAL
DETENTION
AREA...

...HOLDING CELLS FOR
PRISONERS WHO CAN
BE CONTAINED NOWHERE
ELSE ON EARTH.

BLOCK D, WHERE
CAPTURED MEMBERS
OF A.I.M., BARON
ZEMO...

...AND MODOK
AWAIT THEIR
ARRANGEMENTS.

CRETINS NO CONFINEMENT
CAN HOLD ME! ALREADY,
MY SUPERIOR BRAIN HAS
EVOLVED A PLAN WHEREBY
I WILL ESCAPE IN EXACTLY
37 MINUTES!

THEN LET CAPTAIN
AMERICA LOOK TO
HIS SAFETY! FOR I
WILL BE REVENGED!

ACTUALLY,
FOR THE TIME
BEING, I WOULD
PREFER THE
CAPTAIN BE LEFT
UNMOLESTED.

WHAT? WHO ARE
YOU? HOW DID YOU
ENTER MY CELL?

IRON
BARS DO
NOT A PRISON
MAKE, MY GOOD
MODOK.

BUT FEAR
NOT. YOUR
DELIVERER IS
HERE!

I NEED NO
HELP FROM
ANYONE!

WHAT ARE YOU
DOING? WHAT'S
WRONG WITH MY
HANDS?

EVER
WILL AGAIN, I
WARRANT.

BUT THE
SHADOW DOES
NOT ANSWER...
...AND A MOMENT
LATER, THE CELL
IS EMPTY.

5 ELSEWHERE
ABOARD
THE S.H.I.E.L.D.
HELPCARRIER,
IN ROOM 71...

...WHERE ALL IS SILENT SAVE FOR
THE SOFT HUM OF ELECTRONIC
MONITORS...

...THE VISION LIES COLD...
MOTIONLESS... ALONE.

THOUGH IN TRUTH,
HE IS NOT AS ALONE
AS HE SEEMS...

...FOR DEEP
WITHIN HIS
ANDROID
FRAME...

ANTMAN,
HA!

RIGHT NOW,
I FEEL MORE
LIKE MICROBE
MAN!

CAP [REDACTED]
THE VISION
APPEARED OUT OF
NOWHERE
AFTER THE BATTLE
WITH KANG AND
COLLAPSED.

BUT SO
FAR, I HAVEN'T
FOUND ANYTHING
SIGNIFICANTLY WRONG
WITH HIS BODY
CAVITY.

ONLY PLACE
LEFT TO EXAMINE
IS THE CRANIUM
AND I SHOULD BE
JUST ABOUT —

WHOA!
WHAT'S
THIS?!

IT'S
VISION'S
MEMORY
CENTER.

AND
IT'S WORKING
OVERTIME AT A SPEED
FAR BEYOND ANYTHING
I EVER DREAMED OF
WHEN I DESIGNED
IT.

MY BOOTS
ENABLE ME TO
AVOID CONTACT
WITH THE VISION'S
INTERNAL STRUCTURES
AND HIS VARIABLE
DENSITY IMMUNE
DEFENSES.

BUT IF I
DON'T FIGURE
A WAY TO GET
HIM ON HIS FEET
AND ME OUT
OF HERE
SHORTLY...

...JIM
TOAST!



ANALOG
NEURAL
CONDUITS INDICATE
THE ACTIVITY'S
ORIGINATING IN
THE BRAIN.



BETTER
MOVE INTO
THE BRAIN CAVITY
CAUTIOUSLY.

HOLY --!

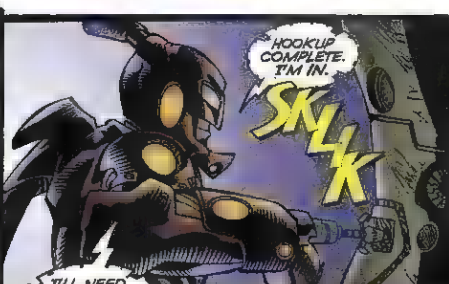
THE
VISION MAY
BE INERT ON THE
OUTSIDE BUT HE'S
BURNING UP THE
BANDWIDTH ON
THE INSIDE!

WHATEVER'S
GONE WRONG, I'VE
OBVIOUSLY COME
TO THE RIGHT
PLACE!





MY INTERNAL
DIAGNOSTIC
SHOULD BE ABLE
TO FIND THE TROUBLE
IN SECONDS THROUGH
ONE OF THE VISION'S
INTERNAL
PORTS.



HOOKUP
COMPLETE.
I'M IN.

SKLKK

I'LL NEED
TO ACCESS
RECENT CORTICAL
ACTIVITY
AND --!

NO!
THAT CAN'T
BE TRUE!



IT'S A
GLITCH! SOME
KIND OF ELECTRONIC
HALLUCINATION!



IT ISN'T
POSSIBLE!

ARRGH!

FTAZADT

AND ONCE AGAIN,
IN ROOM 71, ALL
IS SILENT...



FLASHBACK

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OF YOUR FAVORITE
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Spider-Man

- | | |
|---|---|
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| ☐ SM Spider-Man | ☐ SSM Sensational Spider-Man |
| ☐ VEN Venom (US orders only) | |

The X-Men

- | | |
|---|--|
| ☐ CAB Cable | ☐ XME Uncanny X-Men |
| ☐ DDP Deadpool | ☐ FAC X-Factor |
| ☐ EXC Excalibur | ☐ XFO X-Force |
| ☐ GEN Generation X | ☐ MAN X-Man |
| ☐ WOL Wolverine | ☐ MEN X-Men |

Heroes Reborn

- | | |
|--|---|
| ☐ AVE Avengers | ☐ FAN Fantastic Four |
| ☐ CAM Captain America | ☐ RM Iron Man |

Marvel Heroes

- | | |
|---|--|
| ☐ DDV Daredevil | ☐ ZAR Ka-Zar |
| ☐ INC Incredible Hulk | ☐ GHR Ghost Rider |
| ☐ BLT Thunderbolts | ☐ WHI What If... |
| ☐ SIL Silver Surfer | ☐ ELK Elektra |
| ☐ JIM Journey Into Mystery | |

Star Trek

- | |
|---|
| ☐ VOT Star Trek: Voyager |
| ☐ SFA Star Trek: Starfleet Academy |
| ☐ EYS Star Trek: Early Voyages |
| ☐ DSG Star Trek: Deep Space Nine |

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...AT LEAST, IN THAT
PORTION OF THE
HELICARRIER.

WADDYA
MEAN THE
PRISONERS HAVE
VANISHED!

NOBODY'S
SUPPOSED TO
GET OFF THIS
SHIP UNLESS I
SAY SO!



WE DON'T
KNOW WHAT
HAPPENED, SIR.
WE HEARD YELLING
IN THE CELL
BLOCK.

WE
ONLY A FEW
FEET FROM THE
DOOR.

BY THE TIME
WE OPENED IT,
THE YELLING HAD
STOPPED...



...THE
PRISONERS
WERE GONE,
AND THE CELLS
WERE STILL
LOCKED.

I DON'T
THINK THE
PRISONERS
EXACTLY HAPPY
ABOUT WHAT EVER
HAPPENED,
SIR.

THEY
AIN'T THE
ONLY ONES,
SONNY!

I'VE GOT
A GOOD MIND
TA HAUL OFF
AND --



REMEMBER
WHAT HAPPENED
TO GENERAL PATTON
FOR STRIKING A
SOLDIER, COLONEL.

-- HAUL
OFF AND SEND
YOU FOR A NICE
LOOOONG
REST.



SIR?

TO MARINE
BOOTCAMP ON
PARRIS ISLAND!
PERMANENTLY!



WHAT
A COOL IDEA—EVEN
IF I, STAN "THE MAN" LEE,
DIDN'T THINK OF IT MYSELF!

THIS MAY, WE TAKE A WHOLE CABOODLE OF
OUR GREATEST HEROES AND SEE WHAT THEIR
LIVES WERE LIKE BEFORE THEY BECAME
PART OF THE MARVEL UNIVERSE IN A
SPECIAL SERIES OF "MINUS ONE"
SPECTACULARS!

FLASHBACK

HOW DID A MAN NAMED
LOGAN ESCAPE THE WEAPON X
PROGRAM BEFORE HE BECAME
WOLVERINE? WHAT REAL LIFE MONSTER DID
BRUCE BANNER FACE BEFORE BECOMING
THE INCREDIBLE HULK? AND THERE'S
MUCH MORE!

WE'RE ABOUT TO FACE OUR MOST
EXCITING FUTURE—STARTING, STRANGELY
WITH DARING NEW GLIMPSSES INTO THE PAST.
A PAST LIKE NONE YOU HAVE EVER SEEN —
A PAST THAT CAN ONLY BE REVEALED IN —

FLASHBACK!

EXCELSIOR!

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-Gary Kraft, UCI President

Incredible Artist Joel Orbeta Returns To The New Ongoing Series, ZEN: The New Adventures #1! As part of the Amazing 10th Anniversary Zen Celebration Joel Orbeta will be appearing at UCI for a very special book signing, one day only, Saturday, 7/26/97 from 12-4pm.

Can't make the show?

Signed Ashcan & #1's available through UCI by Mail. Just send payment along with your name, address & phone number to UCI! (See our address at bottom of this ad.)

Zen: The New Adventures Ashcan (Avail. Only thru UCI). \$6.95 postpaid.

Zen: The New Adventures #1 (Avail. Only thru UCI). \$12.95 postpaid.

Special: Take Both For Just \$14.99 Postpaid!

All come signed by Joel Orbeta & Zen Co-Creator Steve Stern. Includes Certificate of Authenticity. Will ship on July 28th 1997 after the big show!

Incredible UCI/Zen Giveaway:

No Purchase Necessary! Drawing 7/26/97.

Just send your name, address, phone and age along with a self addressed stamped envelope (SASE) to UCI and you'll be automatically entered in win!

Grand Prize: 1 Winner

Original Cover to Zen: The New Adventures #1
signed by Joel Orbeta & Steve Stern!

1st Prize (15 Winners)

Zen The New Adventures #1 Signed By Orbeta & Stern!

2nd Prize (15 Winners) Zen Ashcan signed by Orbeta & Stern!

Void Where Prohibited or Otherwise Restricted.

SOMETIME LATER
THAT DAY...

...ON THE STREETS
OF MANHATTAN...

WHO'D HAVE
BELIEVED AGATHA
HARKNESS WOULD
BE REDUCED TO
TRAVELING IN THE
BODY OF HER OWN
FAMILIAR!

BUT
WANDA'S IN
DANGER, I CAN
SENSE
IT!

I'VE
REACHED
THE STARK
ESTATE!

NOW IF
ONLY I CAN
CONVINCE THE
AVENGERS
THAT --

SKRR
SK

FF
FF
FF

NO, OF
COURSE
NOT.

SO YOU
JUST REST
QUIETLY OUTSIDE
HERE WHILE WE GO
ON ABOUT OUR
BUSINESS.

NAUGHTY
KITTY. WE DON'T
WANT YOU RUNNING
IN AND DISTURBING
THE AVENGERS
NOW. DO WE?

WHILE
INSIDE...

THESE
MENIAL TASKS
BE NOT FIT FOR
THE GOD OF
THUNDER.

MAN!
I CANNOT
BELIEVE THAT WE
HAVE TO CLEAN
THIS PLACE
UP BY OUR-
SELVES!

ESPECIALLY
LIKE THE WAY
CAP BLEW
OFF BY SKIPPING
OUT WITH
FURY!

I CAN'T
BELIEVE YOU
JERKS!

YOU DON'T
MIND FIGHTING
WORLD CLASS
MENACES TO
THE DEATH BUT
JUST
ASK YOU TO DO A
LITTLE HOUSEWORK
AND BAM!

YOU
GO ALL
TO PIECES!
MEN!

KICK

YEAH
WELL, FIGHTING
WORLD CLASS
MENACES IS
MORE FUN!

Sand, cat-hairs, dust and dust-mites... Nothing gets by the 8-lb. ORECK XL!

The **ORECK** vacuum of thousands of hotels and more than 1 million professional and private users. Now you can use this powerful vacuum to clean your home better than ever before.

Exclusive Filter System **hypo-allergenic cleaning with Germastat.** Ideal for those who suffer from dust-related or allergic discomforts. There's virtually no after dust. Its special top-fill action carries the litter up through the handle and deposits it on the inside top of the bag. Yesterday's dirt can't seep out. And the metal-tube top-fill performance works without hoses to crack, leak or break.

The full-size vacuum available. It weighs just 8 pounds. So stairs are a snap. It's super-powerful, with amazing cleaning power: the fast, double helical brushes revolve at an incredible 6,500 times a minute.

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We'll let you try the ORECK XL in your home for 15 days. If you don't love it, you don't keep it.



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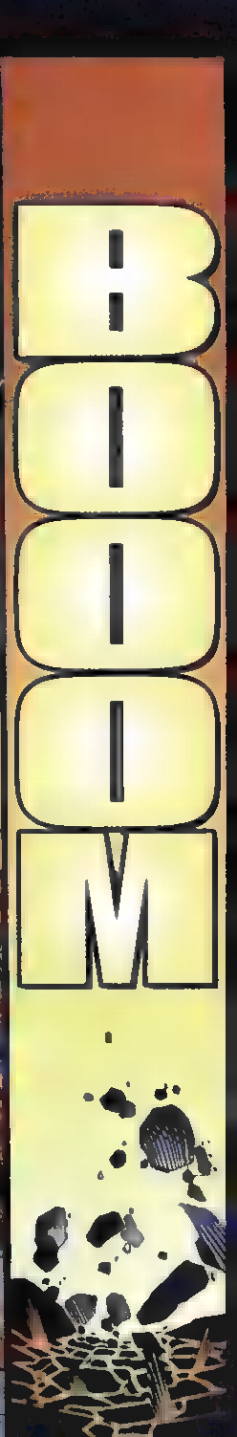


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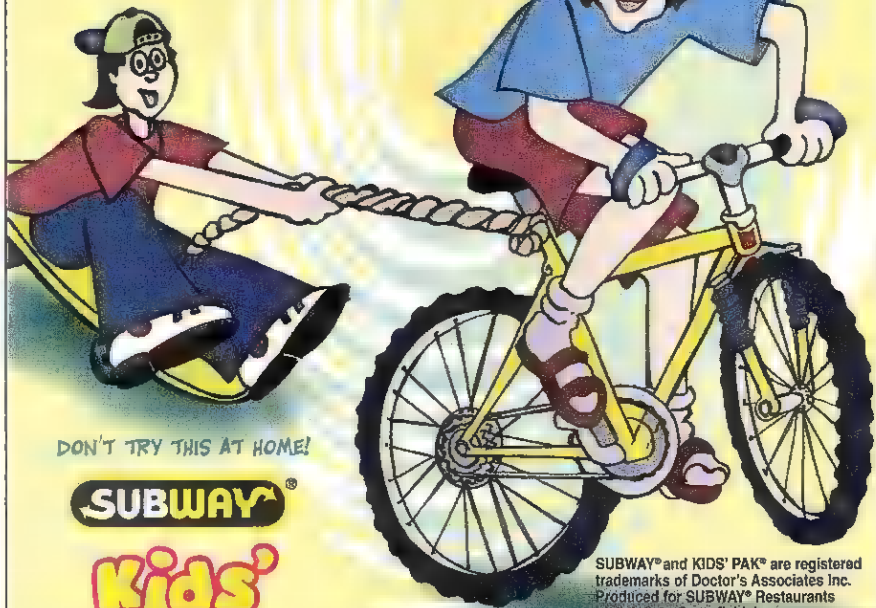
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AND FAR ABOVE
IN CELLBLOCK D...

WHAT DO TH
TRANSPIRE
THE GUARDS HAVE
COLLAPSED!

LOKI!

GREETINGS:
SKURGE.

QUICK!
RELEASE ME
AND WONDER
MAN...

...THAT
WE MAY RETURN
AND TEACH THOSE
SWAGGERING
A
LESSON!

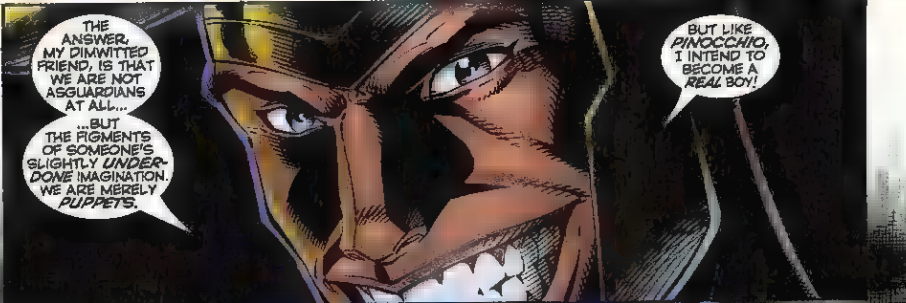
FORGET
THEM. THEY'RE
BEING TAUGHT A
LESSON EVEN AS
WE SPEAK.

AND
FRANKLY, WE
HAVE OTHER FISH
TO FRY, THEE
AND ME.

WHAT
SAYEST THOU?
YE MUST AID ME.
WE BE FELLOW
ASGARDIANS.

IT'S
PRECISELY
THE POINT. HOW
CAN WE BE FELLOW
ASGARDIANS WHEN
THERE IS NO
ASGARD?

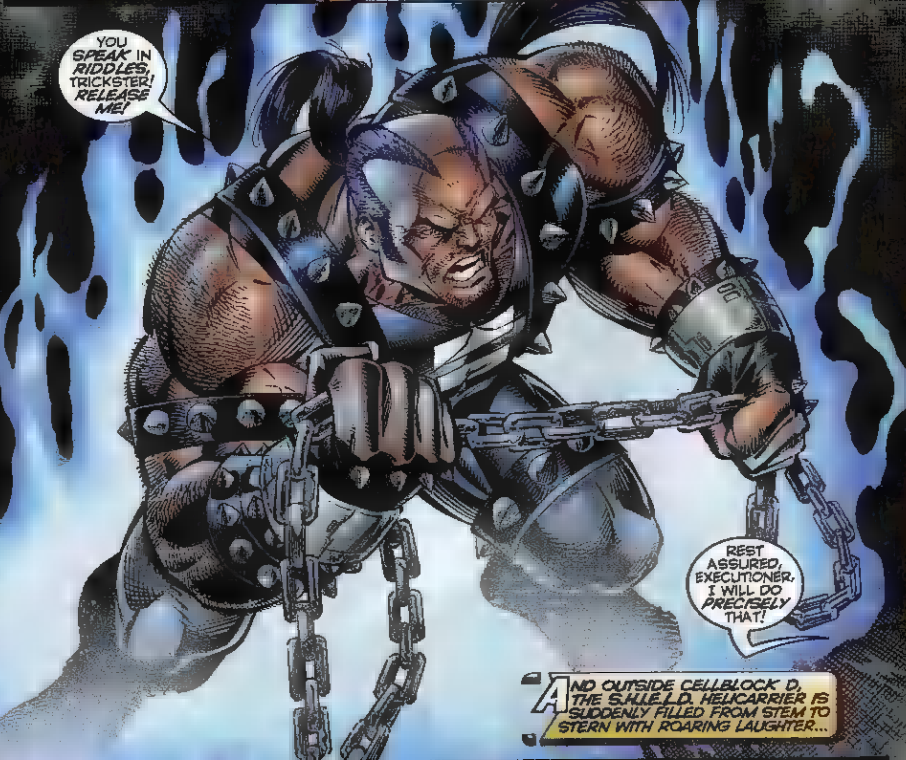
HUMP



THE ANSWER, MY DIMWITTED FRIEND, IS THAT WE ARE NOT AS GUARDIANS AT ALL...

...BUT THE FIGMENTS OF SOMEONE'S SLIGHTLY UNDER-DONE IMAGINATION. WE ARE MERELY PUPPETS.

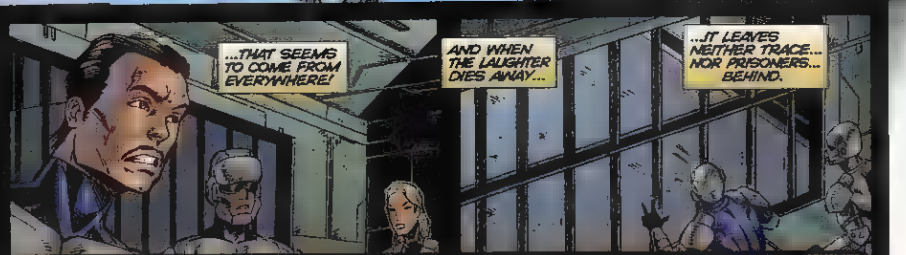
BUT LIKE PINOCCHIO, I INTEND TO BECOME A REAL BOY!



YOU SPEAK IN RIDDLES, TRICKSTER! RELEASE ME!

REST ASSURED, EXECUTIONER. I WILL DO PRECISELY THAT!

AND OUTSIDE CELLBLOCK D, THE S.H.E.L.L.D. HELICARRIER IS SUDDENLY FILLED FROM STEM TO STERN WITH ROARING LAUGHTER...



...THAT SEEMS TO COME FROM EVERYWHERE!

AND WHEN THE LAUGHTER DIES AWAY...

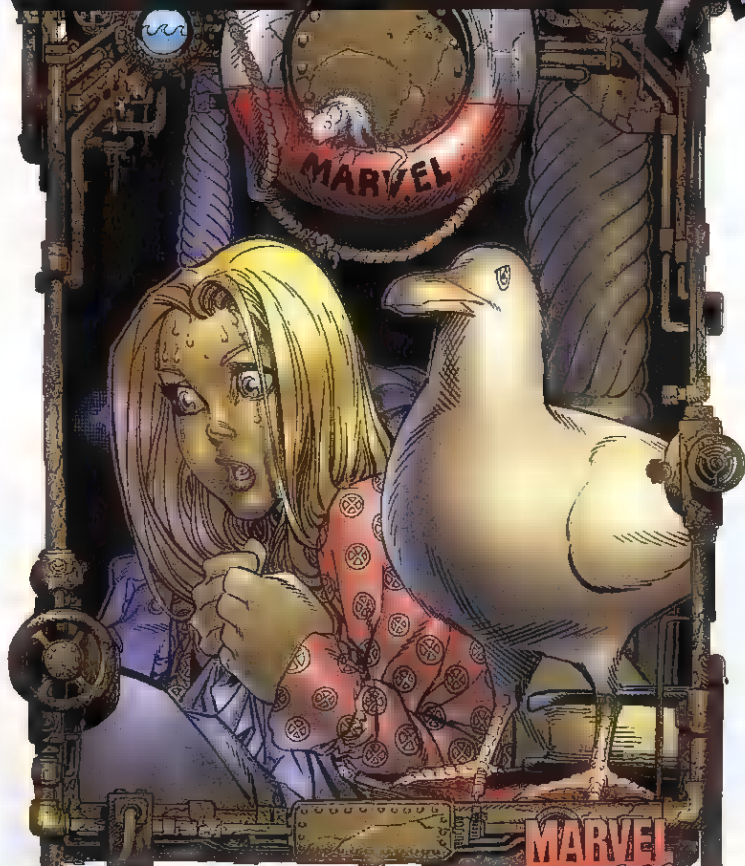
...IT LEAVES NEITHER TRACE... NOR PRISONERS... BEHIND.

NEXT SHADOW BOX!

IN WHICH THE AVENGERS COME FACE TO FACE WITH THEIR OTHER SELVES! AND FIND THAT NOTHING IS WHAT IT SEEMS!

CHRIS BACHALO WELCOMES ABOARD
JAMES ROBINSON

GENERATION IX



DON'T MISS THE BOAT!
beginning in Issue #29



Monthly from the House of Ideas

BULLPEN BULLETINS

STAN'S SOAPBOX

(Awesome Answers to your Querulous Questions by Stan "The Man" Lee)

Hey, stop! Come back! Escape is useless! It's too late to protest! You can't make me change my mind! I'm definitely returning to my good ol' column here on the bombastic Bullpen Bulletins page, so from now on I'll be yakkin' with you in every issue just like old times — except for one big change!

Naturally, I can guess your next question — the **price** is **no**! We're not gonna lower the cover price just because you're stuck with me again! I mean, you can always skip the Soapbox — that is, if you don't mind missing the wondrous wisdom, sagacious scoops, and philosophical phantasmagoria I'll be generously bestowing upon thee! After all, nothing's too good for a Marvel True Believer!

As you probably know, I've been in Los Angeles the past few years, working on Marvel's multitudinous movie and TV projects — if you can call hangin' with many of Tinseltown's top writers, actors and directors "work"! But y'know something? I've missed the fun and camaraderie of the world's best Bullpen, so I figure it's time for me to poke my nose into the comics again — and what better way to start than by meeting with you regularly here at the sign of the swingin' Soapbox!

And now, the big change I mentioned earlier. Starting next month, this'll be the place where you can get all your questions answered! Whatever you want to know about our comics, movies, video games, cartoon figures, or anything that involves mighty Marvel — which includes almost everything, come to think of it!

I'll be waiting to hear from you, and you know how impatient I get, so don't let me down! Just shoot your questions to "Stan's Soapbox c/o Bullpen Bulletins, Marvel Comics, 387 Park Ave. South, New York, NY 10016" and I'll answer as many as I have room for in each and every issue of each and every Marvel title! See? Doesn't matter what you read — you won't escape me! After all, since we're sharing the maddeningly magnificent Marvel Universe together, we might as well get to know each other better and share our thoughts and opinions as well.

So, wherever you go, whatever you do, think Marvel! And never forget — you're **not** a reader to us, even more than a fan — you're a friend, and friends stay in touch with each other!

Excelsior!

Stan

P.S. The writer of every letter we print in the Soapbox will, of course, be the lucky recipient of an official, non-tarnishing, non-allergic, non-existent No-Prize — at least until we come to our senses!

A WARM AND WACKY WELCOME...

... to Jackie Carter, Amy Weingartner, and Polly Chevalier, who have joined the mighty Marvel editorial staff to head up our new line of publications aimed at younger readers! They'll be working on great new concepts like THE MIGHTY SPIDEYS, about a group of kids who **have** a striking resemblance to some of our most beloved characters! Wait'll you see what these terrific tykes look like! Also in the works is a new line of comics starring our biggest guns! Spider-Man stars in his own mystery series! The Hulk enters the realm of fantasy and horror! The X-Men lead the way in high adventure! And the Fantastic Four brave the final frontier in mind-boggling tales of science fiction! All of this stuff is coming out over the next few months, and your younger brothers and sisters will undoubtedly flip over these pulse-pounding publications — and **we** get the feeling you'll get a kick out of them, too!

ENTER THE LOST WORLD OF THE DEVIL DINOSAUR!

Before you take that second trip to Jurassic Park this summer, there's another lost world you'll want to visit first: that time-tossed land of Devil Dinosaur and Moon Boy! They're stomping your way next week in a one-shot special which we call DEVIL DINOSAUR SPRING FLING!

These bestial bad boys were created by the legendary Jack "King" Kirby, the **who** co-created such classic characters as the Silver Surfer, the Hulk, and the X-Men, so you just **know** that they're worth a look! For those of you too young to remember, Devil Dinosaur and Moon Boy actually had their own series back in the 1970's, but the duo has been largely inactive for the past two decades, until their recent revival in the pages of GHOST RIDER! Now they're back in a big way — and more savage than ever!

Editor Mark Paniccia has assembled a monster-rific line-up of talent for this special, including writers Charles Marshall, Phil Crain, and Bill Rosemann, with prehistoric pencils by Kevin West, Arnold Pander, and Jeff Rebner! It's all wrapped up in a dino-mite **comic** by fan-favorite Humberto Ramos! Bouncin' Bill said that writing Devil Dinosaur has been more fun than a modern Stone Age family! As he says, "It's always been a dream of mine to work on Kirby's most quirkier couple!"

DEVIL DINOSAUR SPRING FLING: Buy your copy before they're all extinct!



CREATOR PROFILE JOE KELLY

MAYNARD FREELANCE CREDITS (Present): DEADPOOL and DAREDEVIL.

MARVEL MULTIMEDIA CREDITS (Past): JUGGERNAUT (one-shot), 2099: WORLD OF TOMORROW, a few issues of WHAT IF, a couple of issues of MARVEL FANFARE, a fill-in issue of DAREDEVIL, and a back-up story in WINTERBURN '96.

MULTIMEDIA IN MY PROFESSIONAL LIFE: Frank Miller, Bill Sienkiewicz, Art Adams, Terry Gilliam, Robin Williams, and Kurt Busiek.

FAVORITE COMIC BOOK STORY

AND WHY: Batman: The Dark Knight Returns, because it was an entire reinterpretation of what comics were for me. Also, AMAZING SPIDER-MAN #141, a story involving Mysterio, because I really pulled me in, the sense of frustration that Spidey felt **was** very real to me, and the image of him punching a brick wall in frustration, thinking he's gone insane, stayed with me for a very long time. It gave me a chill!

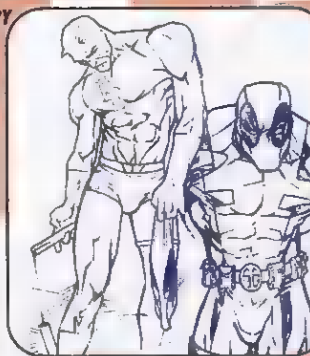
WHAT DO YOU DO WHEN YOU'RE NOT WRITING?

I'm finishing up a degree in dramatic writing at NYU University. That takes up a lot of time. I'm also a video game/computer addict.

IF YOU COULD HAVE ONE HYPER-SENSE, WHICH ONE WOULD YOU CHOOSE? Hearing is the best one, and the most practical.

IF YOU HAD A BIG PAIR OF STILTS LIKE STILTMAN, WOULD YOU GO ON CRIME SPILTS? Only if I had a big clown-nose to go with it!

WILL THERE BE A DAREDEVIL/DEADPOOL CROSSOVER? As a matter of fact, there is a DAREDEVIL/DEADPOOL ANNUAL coming out in June. It wraps up a thread that was left hanging in the MAN WITHOUT LIMITS Series.



DID YOU GET INTO COMICS? James Felder and Mark Powers had started the "Stan-Hutton Project" at NYU University. I happened to walk into that department, found out about it, and helped them get it off the ground. That class helped me a lot. I learned all about pacing and storytelling. From there, I got my first assignment from Marvel.

COULD DAREDEVIL BE DEVIL DINOSAUR? I don't know. But he'd give Moon-Boy a run for his money!

WHO DO YOU THINK SHOULD PLAY DAREDEVIL IN A MOVIE? A very young Robert Redford.

ARE YOU THE MAN WITHOUT FEAR? WHAT'S YOUR BIGGEST FEAR? Fear of failure and fear of success — which **are** really two sides of the same coin. Also, fear of poopy diapers!

ANY POOPY DIAPERS IN YOUR LIFE RIGHT NOW?

No, but I **am** getting married this summer to Gina, a high school guidance counselor. We've been friends for, like, ten years!

HOW DOES THE DEADPOOL COMIC COMPARE TO THE CLINT EASTWOOD MOVIE, THE DEAD POOL? As I recall, that movie **was** pretty bad! I want nothing to do with that movie! The Deadpool comic is about as far away from Clint Eastwood as you **can** get!

WHAT'S THE MOST DAREDEVIL-LIKE STUNT YOU'VE EVER PERFORMED? I used to climb buildings for fun in college — until I **fell** off a porch and lost my short-term memory for a while.

DID YOU EVER GET IT BACK? Most of it did come back. But you can ask my editor if I sometimes forget deadlines!

FLASHBACK
DON'T FORGET — MAY IS "FLASHBACK" MONTH, AND YOU'LL SEE THE MARVEL UNIVERSE LIKE YOU'VE NEVER SEEN IT BEFORE!

To check out our **official** Marvel website, for up-to-the-minute news and information on current and upcoming projects, go to the World Wide Web and type in:

www.marvel.com!

And if you're a subscriber to America Online and you want to check out Marvel Online for trivia, creator/artist chats, the Spider-Man CyberComic and lots more, just click on to "Keyword" and type in "Marvel"! If you're not a subscriber to America Online and would like to be, just call 1-800-338-6100!



CAPTAIN MARVEL #1 More star-spangled action in the mighty Marvel tradition! What did you expect — tales of teen romance?!

DEVIL DINOSAUR SPRING FLING #1 The adventures of a boy and his dinosaur! By Charles Marshall, Phil Crain, and many more!

ELEKTRA #8 Elektra tangles with the Architect — the man who has a blueprint for death! By Peter Milligan and Mike Deodato, Jr.!

VISION #1 Get the scoop on Alpha Flight — the hottest thing **is** come out of Canada since Alanis Morissette!

TEAM X-FORCE #7 Cable and Company storm Asgard to take **on** Malekith the Dark Elf! By John Francis Moore and Casey Jones!

X-FORCE #5 Warpath faces **a** risky business as he tries to save the life of Risque! By John Francis Moore and Adam Pollina!

X-MEN UNLIMITED #13 Spotlight **on** the Legacy Virus **as** Wolverine and Iceman settle **a** score with two mutants from their past! Guest-starring Maverick! By Howard Mackie and Duncan Rouleau!

SPECTACULAR SPIDER-MAN #26 You think since Alanis Morissette!

wannabe? Think again! By J.M. DeMatteis and Luke Ross!

MARVEL ONLINE AVAILABLE APRIL 24

SPIDER-MAN CYBERCOMIC #41 The beginning of an all-new saga! When the mutant-hating Friends of Humanity stage a rally at Empire State University, Peter Parker must confront the ugliness of bigotry! Plus: Spider-Man is accused of murder! By Glenn Greenberg, Ariel Olivetti and Atomic Pointbrush! (Available at Keyword: Marvel.)



CALL
ON THE
HIRE
POWER!

• Roger
Stern
• John
Ostrander
• PARKER
Ferry

HEROES FOR HIRE

PICK UP THE POWER IN MAY!

Monthly from The House of Ideas

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MARVEL
COMICS



FLASHBACK

IN SPECIAL
MARVEL COMICS
THIS MAY

WHAT A COOL IDEA—
EVEN IF I DIDN'T THINK OF IT
MYSELF!

JUST IMAGINE: TAKE A WHOLE CABOODLE OF
OUR GREATEST SUPER HEROES AND SEE
WHAT THEIR LIVES WERE LIKE BEFORE THEY
BECAME PART OF THE MARVEL UNIVERSE!

HOW DID A MAN NAMED LOGAN ESCAPE
THE WEAPON X PROGRAM BEFORE
HE BECAME WOLVERINE?

WHAT REAL LIFE
MONSTER DID BRUCE BANNER FACE
BEFORE BECOMING THE INCREDIBLE HULK?
WHICH SHOCKING EVENTS SHATTERED THE
LIFE OF AN INNOCENT GIRL BEFORE SHE
BECAME THE ASSASSIN KNOWN AS
ELEKTRA?

STAN
"THE MAN"
LEE

WHEN I TEAMED IN
THE EARLY '60S WITH
JACK KIRBY, STEVE DITKO AND
THE OTHER CREATIVE TITANS WHO
HELPED ME SHAPE THE MARVEL
UNIVERSE, I NEVER DREAMED
THAT, THREE DECADES LATER,
A NEW TEAM OF BRILLIANT
CREATORS WOULD

TAKE US EVEN
FURTHER BACK IN TIME TO
GIVE READERS A FRESH
PERSPECTIVE AND A NEW
UNDERSTANDING ABOUT MARVEL'S
MOST CELEBRATED HEROES!

NOR COULD I HAVE IMAGINED THAT I
MYSELF WOULD APPEAR IN EACH
OF THE **FLASHBACK**
ISSUES,

GUIDING OUR READERS
INTO A NEW WORLD, ALLOWING
THEM TO SEE OUR HEROES IN A NEW
LIGHT—YET, DOING IT IN SUCH A WAY THAT
EVERY NEW DISCOVERY WILL TIE IN WITH
CURRENT CONTINUITY AND WILL DOVETAIL
SMOOTHLY INTO ALL OUR UPCOMING
STORYLINES.

AND TALK ABOUT COMING FULL
CIRCLE!

FLASHBACK WILL
ALLOW MANY OF MARVEL'S MOST
MEMORABLE THEMES OF THE PAST
(INCLUDING OUR HEROES' FEET OF CLAY, THE
LINK BETWEEN POWER AND RESPONSIBILITY,
AND OUR CONSTANT EMPHASIS ON
CHARACTERIZATION, HUMOR AND PHILOSOPHY) TO
BE SHOWCASED ONCE MORE IN ORIGINAL
STORIES AND ART BY TODAY'S NEWEST AND
BRIGHTEST CROP OF COMIC BOOK
SUPERSTARS.



NOT MANY PEOPLE HAVE A CHANCE TO RELIVE SOME OF THE CREATIVE PORTION OF THEIR LIVES. YET, IN **FLASHBACK**, I'LL NOT ONLY BE RELIVING THAT PORTION, BUT PARTICIPATING IN THE PROCESS.

FOR THIS I THANK BOB HARRAS AND THE MIGHTY MARVEL BULLPEN - JUST AS I THANK YOU FOR ALL THE YEARS OF FRIENDSHIP AND SUPPORT.

BUT ENOUGH TALK! WE'RE ABOUT TO FACE OUR MOST EXCITING FUTURE - STARTING, STRANGELY ENOUGH, WITH DARING NEW GLIMPSES INTO THE PAST.

A PAST LIKE NONE YOU HAVE EVER SEEN - A PAST THAT CAN ONLY BE REVEALED IN - **FLASHBACK!**

EXCELSIOR!

MAY "MINUS ONE" FLASHBACK TITLES:

AVENGERS
CABLE
DAREDEVIL
DEADPOOL
ELEKTRA
EXCALIBUR
GENERATION X
GHOST RIDER
INCREDIBLE HULK
JOURNEY INTO MYSTERY
UNCANNY X-MEN
X-FACTOR
X-FORCE
X-MAN
X-MEN
WHAT IF?
WOLVERINE
UNTOLD TALES OF SPIDER-MAN
AMAZING SPIDER-MAN
PETER PARKER, SPIDER-MAN
SENSATIONAL SPIDER-MAN
SILVER SURFER
SPECTACULAR SPIDER-MAN

MAY FLASHBACK SPECIALS:

ALPHA FLIGHT: IN THE BEGINNING
KA-ZAR: SIBLING RIVALRIES
THUNDERBOLTS: DISTANT RUMBLINGS
VENOM: SEED OF DARKNESS

THE LATEST WILD CHILD FROM AMERICA'S
GREATEST ROCK AND ROLL BAND.



Nine Lives

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FROM AEROSMITH WHO ELSE.

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<http://www.aerosmith.com>

SAVE YOUR QUARTERS FOR THE LAUNDROMAT

DIE HARD *Arcade*

IT'LL BLAST YOU LIKE A SAWED-OFF SHOTGUN. DON'T WEAR WHITE.



OKAY, ROOKIE. LISTEN UP. YOUR
CUC 'S TO RESCUE A HOSTAGE AND
KICK SOME TERRORIST BUTT.



USE WHATEVER IT TAKES: MACHINE
GUNS, MISSILE LAUNCHERS, FLAME-
THROWERS, BROKEN BOTTLES.



GRAB A PARTNER IN TWO-PLAYER
MODE AND DOUBLE-TEAM YOUR
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